

BANKRATE INC
Form 3
September 04, 2009

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â BEN Holdings, Inc.		(Month/Day/Year)	BANKRATE INC [RATE]	
(Last)	(First)	(Middle)	08/25/2009	
601 LEXINGTON AVENUE, 53RD FLOOR			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
NEW YORK,Â NYÂ 10022			<input type="checkbox"/> Director	<input checked="" type="checkbox"/> 10% Owner
(City)			<input type="checkbox"/> Officer	<input type="checkbox"/> Other
(State)			(give title below) (specify below)	
(Zip)			6. Individual or Joint/Group Filing(Check Applicable Line)	
			<input type="checkbox"/> Form filed by One Reporting Person	
			<input checked="" type="checkbox"/> Form filed by More than One Reporting Person	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, par value \$0.01 per share	61,491,167 <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u>	D	Â
Common Stock, par value \$0.01 per share	4,571,476 <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u>	I	See Footnote <u>(5)</u>

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of	5. Ownership Form of Derivative	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BEN Holdings, Inc. 601 LEXINGTON AVENUE, 53RD FLOOR NEW YORK, NY 10022	Â	Â X	Â	Â
Ben Holding S.a.r.l. 41 BOULEVARD PRINCE HENRI, L-1724 LUXEMBOURG, N4	Â	Â X	Â	Â
MEGRUE JOHN F 601 LEXINGTON AVENUE, 53RD FLOOR NEW YORK, NY 10022	Â	Â X	Â	Â
Apax US VII GP, Ltd. P.O. BOX 908GT GEORGE TOWN GRAND, E9 KY1-9002	Â	Â X	Â	Â

Signatures

BEN HOLDINGS, INC., by: /s/ Christian Stahl	09/04/2009
**Signature of Reporting Person	Date
BEN HOLDING S.A R.L., by: /s/ Andrew Guille, by: /s/ Geoffrey Henry	09/04/2009
**Signature of Reporting Person	Date
/s/ John F. Megrue	09/04/2009
**Signature of Reporting Person	Date
APAX US VII GP, LTD., by: John F. Megrue	09/04/2009
**Signature of Reporting Person	Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

BEN Holdings, Inc. ("Parent"), BEN Merger Sub, Inc. ("Purchaser") and the Issuer entered into an Agreement and Plan of Merger, dated as of July 22, 2009 (the "Merger Agreement"), pursuant to which Purchaser commenced a tender offer (the "Offer") to purchase all of the outstanding shares of common stock of the Issuer. The Offer was made pursuant to the Merger Agreement, pursuant to which, following

- (1) the purchase of the Issuer's shares and the satisfaction or waiver of each of the applicable conditions set forth in the Merger Agreement, including compliance with Florida law, Purchaser will be merged with and into the Issuer (the "Merger"), with the Issuer surviving the Merger as a wholly-owned subsidiary of Parent. On August 25, 2009, Purchaser acquired 61,491,167 shares of the Issuer's common stock, including shares issued pursuant to the exercise of a "top-up" option by Purchaser.

Purchaser is a wholly owned subsidiary of Parent. All of the outstanding common stock of Parent is owned by Ben Holding S.a r.l.,

- (2) which is owned by Apax US VII, L.P. (holding 7%) and Apax WW Nominees Ltd. (holding 93% as a nominee for Apax Europe VII-A, L.P., Apax Europe VII-B, L.P. and Apax Europe VII-1, L.P.). (Continued in footnote 3)

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Apax Europe VII GP L.P. Inc. is the general partner of each of Apax Europe VII A, L.P., Apax Europe VII B, L.P. and Apax Europe VII 1, L.P. Apax Europe VII GP Co. Limited is the general partner of Apax Europe VII GP L.P. Inc. Apax Partners Europe Managers Ltd (3) has been appointed by Apax Europe VII GP L.P. Inc. as discretionary investment manager of the investments of Apax Europe VII-A, L.P., Apax Europe VII-B, L.P. and Apax Europe VII-1, L.P. Apax Guernsey (Holdco) Limited is the general partner of Apax Europe VII GP Co. Limited. (Continued in footnote 4)

Apax US VII GP, L.P. is the general partner of Apax US VII, L.P. Apax US VII GP, Ltd. is the general partner of Apax US VII GP, L.P. John F. Megrue owns 100% of the equity interests of Apax US VII GP, Ltd. The Reporting Persons disclaim beneficial ownership of the (4) securities reported on this statement except to the extent of their respective pecuniary interest therein. The filing of this statement shall not be deemed an admission that, for purposes of section 16 of the Securities Exchange Act of 1934, as amended, or otherwise, any of the Reporting Persons is the beneficial owner of all such shares of common stock covered by this statement.

Purchaser, Parent and certain shareholders of the Issuer (the "Shareholders") entered into Non-Tender and Support Agreements, dated July 22, 2009, pursuant to which the Shareholders agreed, among other things, to appoint BEN Holdings, Inc. proxy and attorney-in-fact to vote all of their securities of the Issuer subject to the Non-Tender and Support Agreements for the approval and adoption of the (5) Merger Agreement and the transactions contemplated thereby, and against other actions which could reasonably be expected to impede, delay or adversely affect the Merger, subject to the terms and conditions of the Non-Tender and Support Agreements. Neither Parent nor Purchaser has any pecuniary interest in the shares held by the Shareholders and each expressly disclaims beneficial ownership of any shares covered by the Non-Tender and Support Agreements.

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Remarks:

See Form 3 for BEN Merger Sub, Inc. filed simultaneously herewith for additional members of this

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.